

April 20, 2012

GLORIA L. FRANKLIN, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

1 JOHN WALSHE MURRAY (074823)
 2 ROBERT A. FRANKLIN (091653)
 2 RACHEL RAGNI LARRENAGA (241061)
 3 MURRAY & MURRAY
 3 A Professional Corporation
 4 19400 Stevens Creek Blvd., Suite 200
 4 Cupertino, CA 95014-2548
 5 Telephone: (650) 852-9000; (408) 907-9700
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 7 Email: rragni@murraylaw.com

8 Attorneys for Debtors

9 The following constitutes
 10 the order of the court. Signed April 20, 2012

11 Stephen L. Johnson

12 U.S. Bankruptcy Judge

13 UNITED STATES BANKRUPTCY COURT

14 NORTHERN DISTRICT OF CALIFORNIA

15 SAN JOSE DIVISION

16 In re:

17) Chapter 11

18) Cases Jointly Administered

19) Case No. 11-58944-SLJ-11

20) COMMUNITY TOWERS I, LLC,

21) A Delaware Limited Liability Company,
 21) Employer Tax I.D. No. 75-2456729,

22) Case No. 11-58945-SLJ-11

23) COMMUNITY TOWERS II, LLC,

24) A Delaware Limited Liability Company,
 24) Employer Tax I.D. No. 75-2560662,

25) Case No. 11-58948-SLJ-11

26) Case No. 11-58949-SLJ-11

27) COMMUNITY TOWERS III, LLC,

28) A Delaware Limited Liability Company,
 28) Employer Tax I.D. No. 32-0065635,**Disclosure Statement Hearing**

Date: March 1, 2012

Time: 1:30 p.m.

Hearing on Plan Confirmation

Date: July 17 - 18, 2012

Time: 9:00 a.m.

Place: United States Bankruptcy Court
280 S. First St., Room 3099
San Jose, CA 95113

Judge: Honorable Stephen L. Johnson

29) Debtor(s).

30) 111 W. Saint John Street, Suite 705
 30) San Jose, California 9511331 **FIRST AMENDED ORDER APPROVING DISCLOSURE STATEMENT FOR DEBTORS'
 32 JOINT PLAN OF REORGANIZATION (DATED MARCH 27, 2012) AND FIXING TIME FOR
 33 FILING ACCEPTANCES OR REJECTIONS OF PLAN AND OBJECTIONS TO CONFIRMATION
 34 OF PLAN, COMBINED WITH NOTICE THEREOF**

Community Towers I, LLC, Community Towers II, LLC, Community Towers III, LLC, and Community Towers IV, LLC, the debtors and debtors in possession in these cases (the “Debtors”), having filed their DEBTORS’ JOINT PLAN OF REORGANIZATION (DATED DECEMBER 23, 2011) and DISCLOSURE STATEMENT FOR DEBTORS’ JOINT PLAN OF REORGANIZATION (DATED DECEMBER 23, 2011) on December 23, 2011; the hearing for the Court to consider approval of the disclosure statement having been held on March 1, 2012 at 1:30 p.m. (the “Disclosure Statement Hearing”); the Court finding that all creditors, interest holders and other parties in interest received good and sufficient notice of the time fixed for filing objections to the disclosure statement and of the Disclosure Statement Hearing; an objection to the disclosure statement having been filed by CIBC, Inc. (“CIBC”); the Debtors having appeared at the Disclosure Statement Hearing by and through their counsel Murray & Murray, A Professional Corporation and John Walshe Murray; CIBC having appeared by and through its counsel Morrison & Foerster LLP and Adam Lewis; the Office of the United States Trustee having appeared by and through its counsel Emily Keller; the Court having directed the Debtors to make certain revisions to the disclosure statement which the Debtors have made and which are embodied in the DEBTORS’ JOINT PLAN OF REORGANIZATION (DATED MARCH 27, 2012) (the “Plan”) and the DISCLOSURE STATEMENT FOR DEBTORS’ JOINT PLAN OF REORGANIZATION (DATED MARCH 27, 2012) (the “Disclosure Statement”) filed with the Court on March 27, 2012; the Court finding after hearing on notice that the Disclosure Statement contains adequate information; the Court being fully advised in the premises; and good cause therefore;

IT IS HEREBY ORDERED and notice is hereby given, as follows:

1. The Disclosure Statement is approved.
2. On or before **April 4, 2012**, the Debtors shall serve on all creditors, interest holders and other parties in interest in these cases the following:
 - (a) The Plan;
 - (b) The Disclosure Statement;
 - (c) A ballot (“Ballot”) in substantially the form attached as **Exhibit “A”** to this Order, the form of which is hereby approved; and
 - (d) The ORDER APPROVING DISCLOSURE STATEMENT FOR DEBTORS’ JOINT PLAN

OF REORGANIZATION (DATED MARCH 27, 2012) AND FIXING TIME FOR FILING ACCEPTANCES OR
REJECTIONS OF PLAN AND OBJECTIONS TO CONFIRMATION OF PLAN, COMBINED WITH NOTICE
THEREOF (the “Initial Disclosure Statement Order”) entered by the Court on April 2, 2012.

3. **May 21, 2012** is fixed as the last date for submitting written acceptances or rejections of the Plan. Ballots may be delivered by email, facsimile transmission, overnight mail, regular mail or hand delivery provided they are actually received by Debtors' counsel at the street address, email address or facsimile number set forth below on or before **May 21, 2012**:

**Murray & Murray
A Professional Corporation
Attn: Rachel Ragni Larrenaga
19400 Stevens Creek Boulevard, Suite 200
Cupertino, California 95014-2548
Facsimile: (650) 852-9244
Email: rragni@murraylaw.com**

Murray & Murray, A Professional Corporation shall receive and tabulate the Ballots for the Plan and prepare a ballot tabulation analysis which shall be filed with the Court no later than **May 25, 2012**.

4. **May 21, 2012** is fixed as the last date for filing and serving, pursuant to Rule 3020(b)(1), written objections to confirmation of the Plan. Written objections may be delivered by email, facsimile transmission, overnight mail, regular mail or hand delivery provided they are actually received by the following persons at the street addresses, email addresses or facsimile numbers set forth below on or before **May 21, 2012**:

**John Walshe Murray
MURRAY & MURRAY
A Professional Corporation**
**19400 Stevens Creek Boulevard, Suite 200
Cupertino, CA 95014-2548
Telephone: (650) 852-9000
Facsimile: (650) 852-9244
Email: jwmurray@murraylaw.com**

Office of the United States Trustee
Attn.: Emily Keller
280 S. First Street #268
San Jose, CA 95113
Telephone: (408) 535-5525
Facsimile: (408) 535-5532
Email: emily.keller@usdoj.gov

5. Within fifteen (15) days of the entry of this Order, the Debtors shall serve on all creditors, interest holders and other parties in interest in these cases the following:

(a) This Order; and

(b) A notice that the hearing on confirmation of the Plan will be conducted before this Court on July 17 and 18, 2012.

Following the Disclosure Statement Hearing, this Court held a telephonic status conference on April 10, 2012 to discuss deadlines and the scheduling of the hearing on confirmation of the Plan. The Debtors appeared by and through their counsel Murray & Murray, a Professional Corporation, and John Walshe Murray and Robert A. Franklin. CIBC appeared by and through its counsel Morrison & Foerster LLP and Adam Lewis. The Court having heard the arguments and representations of counsel, the Court being fully advised in the premises and good cause appearing therefore:

IT IS HEREBY FURTHER ORDERED:

1. **June 4, 2012** is fixed as the last date by which the parties must identify their expert and percipient witnesses, and exchange reports prepared by experts.

2. **June 18, 2012** is fixed as the last date by which the parties must complete all discovery, including written discovery and depositions of percipient and expert witnesses.

3. **July 2, 2012** is fixed as the last day by which the parties must file their opening briefs in support of and in opposition to confirmation of the Plan. In its opening brief, CIBC may add any objections that were not in its original objections that were developed through discovery.

4. All direct testimony in support of and in opposition to confirmation of the Plan shall be provided by sworn declaration. All declarants shall be available for cross-examination at the hearing on confirmation of the Plan or their declarations will not be considered.

5. **July 9, 2012** is fixed as the last day by which the parties must (a) file their reply briefs, if any, in support of and in opposition to confirmation of the Plan, (b) file and exchange declarations of witnesses intended to be used as direct testimony, and (c) lodge and exchange all exhibits.

6. **July 17 and July 18, 2012** are fixed as the hearing dates for testimony and argument in support of and in opposition to confirmation of the Plan.

7. Any party may move the Court to modify any of the dates and deadlines herein for cause including, without limitation, witness unavailability, discovery delays or disputes, or if

1 additional objections to confirmation of the Plan are raised by CIBC after May 21, 2010.

2 8. The Initial Disclosure Statement Order is hereby vacated. This Order supersedes and
3 replaces the Initial Disclosure Statement Order.

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5 APPROVED AS TO FORM AND CONTENT.

6 Morrison & Foerster LLP

7 By: /s/ Adam Lewis
8 Adam Lewis
9 Attorneys for CIBC, Inc.

10 ****END OF ORDER****

1 **COURT'S SERVICE LIST**

2 **None.**

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7 Attorneys for Debtors

8 **UNITED STATES BANKRUPTCY COURT**

9 **NORTHERN DISTRICT OF CALIFORNIA**

10 **SAN JOSE DIVISION**

11 In re:) Chapter 11
12) Cases Jointly Administered
13 **COMMUNITY TOWERS I, LLC,**) Case No. 11-58944-SLJ-11
14 A Delaware Limited Liability Company,)
Employer Tax I.D. No. 75-2456729,)
15 **COMMUNITY TOWERS II, LLC,**) Case No. 11-58945-SLJ-11
16 A Delaware Limited Liability Company,)
Employer Tax I.D. No. 75-2560662,)
17 **COMMUNITY TOWERS III, LLC,**) Case No. 11-58948-SLJ-11
18 A Delaware Limited Liability Company,)
Employer Tax I.D. No. 32-0065635,)
19 **COMMUNITY TOWERS IV, LLC,**) Case No. 11-58949-SLJ-11
20 A Delaware Limited Liability Company,)
Employer Tax I.D. No. 77-0379075,)
21 Debtor(s).)
22 111 W. Saint John Street, Suite 705)
San Jose, California 95113)
23)
24)
25)
26)

27)

Disclosure Statement Hearing

Date: March 1, 2012
Time: 1:30 p.m.

Hearing on Plan Confirmation

Date: July 17 - 18, 2012
Time: 9:00 a.m.
Place: United States Bankruptcy Court
280 S. First St., Room 3099
San Jose, CA 95113
Judge: Honorable Stephen L. Johnson

27 **EXHIBIT "A" TO FIRST AMENDED**

28 **ORDER APPROVING DISCLOSURE STATEMENT FOR DEBTORS' JOINT PLAN OF REORGANIZATION
(DATED MARCH 27, 2012) AND FIXING TIME FOR FILING ACCEPTANCES OR REJECTIONS OF
PLAN AND OBJECTIONS TO CONFIRMATION OF PLAN, COMBINED WITH NOTICE THEREOF**

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8 Attorneys for Debtors

9 **UNITED STATES BANKRUPTCY COURT**

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20 **COMMUNITY TOWERS IV, LLC,**) Case No. 11-58949-SLJ-11
21 A Delaware Limited Liability Company,)
Employer Tax I.D. No. 77-0379075,)
22 Debtor(s).)
23 111 W. Saint John Street, Suite 705)
San Jose, California 95113)
24)
25)
26)

Hearing on Plan Confirmation

Date: May 31, 2012
Time: 1:30 p.m.
Place: United States Bankruptcy Court
280 S. First St., Room 3099
San Jose, CA 95113
Judge: Honorable Stephen L. Johnson

27 **BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN**
28 **OF REORGANIZATION (DATED MARCH 27, 2012)**

On March 27, 2012, Community Towers I, LLC, Community Towers II, LLC, Community Towers III, LLC, and Community Towers IV, LLC, the debtors and debtors in possession in these cases (the “Debtors”), filed their DEBTORS’ JOINT PLAN OF REORGANIZATION (Dated March 27, 2012) (the “Plan”) and their DISCLOSURE STATEMENT FOR DEBTORS’ JOINT PLAN OF REORGANIZATION (Dated March 27, 2012) (the “Disclosure Statement”).

You should review the Plan and the Disclosure Statement before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Creditors' claims have been placed in the classes set forth in the Plan. Those classes under the Plan entitled to vote are set forth below. If you hold claims in more than one class, you may submit a Ballot for each class in which you are entitled to vote.

If your Ballot is not received at the address listed below on or before **May 21, 2012** it will not be considered. Ballots which are returned but not properly executed will not be considered. Ballots which are executed but which fail to indicate either acceptance or rejection of the Plan will be considered as accepting the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote to accept or reject the Plan. Ballots should be returned to the following address:

**Murray & Murray
A Professional Corporation
Attn: Rachel Ragni Larrenaga
19400 Stevens Creek Boulevard, Suite 200
Cupertino, CA 95014-2548
Telephone: (650) 852-9000
Facsimile: (650) 852-9244
Email: ragni@murraylaw.com**

(THIS BALLOT CONTINUES ON THE FOLLOWING PAGE)

¹ Capitalized terms not defined herein are given the same meaning ascribed in the Plan.

Acceptance or Rejection of the Plan

1. The undersigned member of the following class (check the appropriate blank):

Class 2 (Allowed CIBC Claim)

Class 5 (Lease Deposit Claims)

Class 6 (Allowed General Unsecured Claims)

Class 7 (General Unsecured Claims of John and Rosalie Feece)

2. Amount of claim: \$_____.

3. Hereby (check the appropriate blank):

the DEBTORS' JOINT PLAN OF REORGANIZATION (DATED MARCH 27, 2012).

By signing this Ballot, the undersigned hereby certifies that (i) it is the owner of the Claim to which this Ballot pertains, or the authorized signatory of such owner and has full power and authority to vote to accept or reject the Plan, and (ii) it has been provided with a copy of the Plan, and the notice of the confirmation hearing and objection dates.

Dated: _____

Type or Print Name of Individual or Entity Casting Ballot

Signature (Required for vote to be considered)

Type or Print Name of Individual Signing Ballot

Title (if appropriate)

Address:

Number and Street

City, State & Zip Code

If you have any questions regarding the Ballot or the voting procedures, or if you believe you have not received all of the materials relating to the Plan that you are supposed to have received, you may contact counsel for the Debtors at: Rachel Ragni Larrenaga, Murray & Murray, A Professional Corporation, 19400 Stevens Creek Boulevard, Suite 200, Cupertino, CA 95014; tel: (408) 907-9200; fax: (650) 852-9244, email: rragni@murraylaw.com.